



John W. Humes, Jr.
Senior Counsel

Admitted in Georgia and Florida

RECORDATION NO. 21766

FILED

NOV 2 '98

12-04 PM

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Jacksonville, FL 32202
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Writer's direct telephone line:

(904) 359-1309

October 30, 1998

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Mercury Building, Room 711
1925 K Street, N.W.
Washington, D.C. 20423-0001

OCT 30 12 04 PM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

RE: Recordation of Memorandum of Promissory Note

Dear Mr. Williams:

I enclose an original and two certified copies of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the United States.

The document is a Memorandum Of Promissory Note, a primary document, dated October 28, 1998.

The names and addresses of the parties to the document are as follows:

(A) MAKERS

Bangor And Aroostook Railroad Company
Canadian American Railroad Company
Northern Maine Junction park
RR 2, Box 45
Bangor, Maine 04401-9602

(B) HOLDER

CSX Transportation, Inc.
CSX Building II, 3rd Floor
6735 Southpoint Drive S.
Jacksonville, FL 32216-6177
Attention: AVP-Treasurer J680

A description of the equipment covered by the document is as follows:

The Honorable Vernon A. Williams
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- 4.1
- (A) 21 Box cars having reporting marks
BAR 6524, 6565, 6622, 6662, 6693, 6841,
6913, 6915, 6836, 6927, 6967, 6975, 6976, 505,
508, 516, 2506, 4299, 43 and 47
 - (B) 8 Bulkhead flatcars having reporting marks
BAR 1182, 1187, 1189, 1195, 491, 483, 484, and 493
 - (C) 7 Ballast cars having reporting marks
BAR 911, 912, 916, 917, 924, 932 and 933
 - (D) 2 Mechanical refrigerator boxcars
having reporting marks BAR 277 and 94
 - (E) 14 Woodchip hopper cars having reporting marks
BAR 3405, 3744, 3567, 3485, 3717, 3683,, 3616,
3770, 3476, 3637, 3641, 3633, 3603 and 3405
 - (F) 2 Covered hopper cars having reporting marks
CRDX 7966 and 7965
 - (G) 1 Tool car having reporting marks BAR X1055
 - (H) 3 Caboose having reporting marks BAR 434665,
434907 and 434912
 - (I) 1 F-3 diesel locomotive having reporting marks
BAR 502

Upon recording, please return the original of the Memorandum of the Promissory Note to

John Humes
Senior Counsel J-150
CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32210

The filing fee in the amount of \$26.00 is enclosed.

A short summary of the document to appear in the index is as follows:

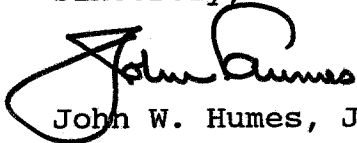
The Honorable Vernon A. Williams
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Primary Document

Memorandum of Promissory Note dated October 28, 1998 From Bangor And Aroostook Railroad Company and Canadian American Railroad Company to CSX Transportation, Inc. covering 58 pieces of railroad freight cars and one locomotive, as specifically listed in Exhibit A of the memorandum.

Please stamp and return one copy of this cover letter in the enclosed, stamped envelope. Please call the undersigned at (904)359-1309 should there be any questions.

Sincerely,



John W. Humes, Jr.


JWH/sgh

Enclosure

CERTIFICATION

I, John W. Humes, Jr. do hereby certify that I am a Senior counsel of CSX Transportation, Inc., with offices in Jacksonville, Florida. I further certify that I have compared the attached copy of the Memorandum of Promissory Note dated October 28, 1998 from Bangor And Aroostook Railroad Company and Canadian American Railroad Company to CSX Transportation, Inc. to the original of the memorandum and found the copy to be complete and identical in all respects to the original of the memorandum.

The foregoing statement is made by me this 30th day of October, 1998 under penalty of perjury.


John W. Humes, Jr.
Senior Counsel
CSX Transportation, Inc.

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MEMORANDUM OF PROMISSORY NOTE

This Memorandum of Promissory Note (the "Memorandum") is made and entered into as of October 28, 1998 by and between Bangor and Aroostook Railroad Company and Canadian American Railroad Company (jointly, the "Makers") and CSX Transportation, Inc. ("CSXT"), with respect to the following:

1. Makers have issued a promissory note to CSXT dated October 9, 1998.
2. As security for the Makers' obligations under the note, Makers have granted a security interest in certain freight cars and locomotive to CSXT. A list of the applicable freight cars and locomotive is attached to this Memorandum as Exhibit A.
3. CSXT at its sole expense, may file this Memorandum with the Surface Transportation Board pursuant to 49 U.S.C. §11301.

4. This Memorandum has been executed by the authorized officials of the Makers and CSXT.

Witness:

Bradley P. Williams

Bangor and Aroostook
Railroad Company

By:

John A. Scott

Title:

VICE PRESIDENT

Witness:

Bradley P. Williams

Canadian American
Railroad Company

By:

John A. Scott

Title:

VICE PRESIDENT

Witness:

John W. Gurnes Jr.

CSX Transportation, Inc.

By:

Maurice Laybourne

Title:

AVP & Treasurer

EXHIBIT A

List of Bangor and Aroostook Railroad
Company Freight Cars Cabooses and
Locomotives Listed As Security to the
Promissory Note Dated October 9, 1998.
From Bangor and Aroostook Railroad
Company and Canadian American Railroad
Company to CSX Transportation, Inc.

Reporting Marks of BAR
Freight Cars

6524	6976	924	3485	2506
6565	1182	932	3717	4299
6622	1187	933	3683	43
6662	1189	277	3616	47
6693	1195	94	3770	X1055
6913	505	491	3476	
6915	508	483	3637	
6836	516	484	3641	
6927	911	439	3633	
6841	912	3405	3603	
6967	916	3744	3514	
6975	917	3567	3405	

Cabooses

BAR 434665

BAR 434907

BAR 434912

LOCOMOTIVE

BAR 502

OTHER REPORTING MARKS

CRDX 7966

CRDX 7965

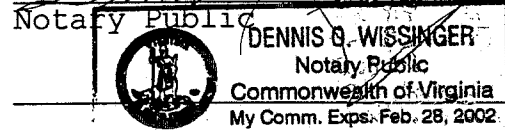
State of Virginia

City of Alexandria

On this 26 day of October 1998, before me personally appeared John Scotto, to me personally known, who being by me duly sworn, says that he is a Vice President of the Bangor and Aroostook Railroad Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was free act and deed of said corporation.

My commission expires:

NOTARIAL SEAL



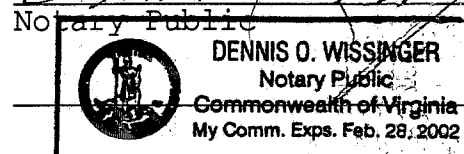
State of Virginia

City of Alexandria

On this 26 day of October 1998, before me personally appeared John Scotto, to me personally known, who being by me duly sworn, says that he is a Vice President of the Canadian American Railroad Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was free act and deed of said corporation.

My commission expires:

NOTARIAL SEAL



State of Florida

County of Duval

On this 28th day of October 1998, before me personally appeared MAURICE LAZENBY, to me personally known, who being by me duly sworn, says that he is a AVP-TREASURER of CSX Transportation, Inc., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was free act and deed of said corporation.



Juanita A Heath
★ My Commission CC668417
Expires July 31, 2001

Juanita A Heath
Notary Public

My commission expires:

July 31, 2001

NOTARIAL SEAL